

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**ITEM 1            Reporting Issuer**

BEE VECTORING TECHNOLOGIES INTERNATIONAL INC. (the “Company”)  
Suite 1430 – 800 West Pender St.  
Vancouver, BC V6C 2V6

**ITEM 2            Date of Material Change**

March 22, 2019

**ITEM 3            News Release**

A press release setting out information relating to the material change described herein was issued by the Company on March 25, 2019 and disseminated through the facilities of Newsfile Corp.

**ITEM 4            Summary of Material Change**

The Company announced the implementation of a restricted share unit plan (the “**RSU Plan**”) and a 20% fixed stock option plan (the “**Option Plan**”) to grant restricted share units (“**RSU’s**”) and incentive stock options (“**Options**”) to directors, officers, key employees and consultants of the Company. Pursuant to the RSU Plan and the Option Plan, the Company may reserve up to an aggregate of 15,519,854 common shares pursuant to awards granted under the plans.

Pursuant to the new plans, the Company has granted 728,059 RSU’s and Options exercisable for 218,418 common shares to certain directors, officers, key employees and consultants who have agreed to forgo an aggregate of CDN \$141,972 of their cash compensation, representing a portion or all their cash compensation for a period of four months (March to June 2019), and as an incentive for individuals to drive the growth of the Company. The RSU’s and 50% of the Options vest only upon US Environmental Protection Agency’s (EPA) approval of the Company’s VECTORITE with CR-7TM (delivered by bees) product. The Options, 50% of which vest immediately, are exercisable at CDN \$0.195 per share until March 22, 2024.

In addition, the Board of Directors have approved the grant of 1,610,000 Options to certain directors, officers, employees and consultants of the Company, which vest in three months and are exercisable at CDN \$ 0.195 per share until March 22, 2024.

**ITEM 5            Full Description of Material Change**

See the news release attached.

**ITEM 6            Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable

**ITEM 7            Omitted Information**

Not Applicable

**ITEM 8            Executive Officer**

Ashish Malik, President  
Tel: (604) 638-8063

**ITEM 9            Date of Report**

March 28, 2019



## **Bee Vectoring Announces Management, Employee and Consultant Equity Participation for Restricted Share Units and Options**

**Mississauga, ON Canada (March 25, 2019) – Bee Vectoring Technologies International Inc.** (the “**Company**” or “**BVT**”) (TSXV: BEE) (OTCQB: BEVVF) announced today that its Board of Directors has approved a restricted share unit plan (the “**RSU Plan**”) and a 20% fixed stock option plan (the “**Option Plan**”) to grant restricted share units (“**RSU’s**”) and incentive stock options (“**Options**”) to directors, officers, key employees and consultants of the Company. Pursuant to the RSU Plan and the Option Plan, the Company may reserve up to an aggregate of 15,519,854 common shares pursuant to awards granted under the plans.

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“BVT is in an exciting stage as we are moving to become a commercial enterprise,” said Michael Collinson, Chairman of Bee Vectoring Technologies. “The team driving the business all believe in the tremendous potential of our technology, as is evident from the fact that all the company’s employees, and majority of the active consultants of the company have all agreed to forgo a portion of their cash compensation and accept RSUs and options.”

In addition, the Board of Directors have approved the grant of 1,610,000 Options to certain directors, officers, employees and consultants of the Company, which vest in three months and are exercisable at CDN \$ 0.195 per share until March 22, 2024.

The Company will seek TSX Venture Exchange (the “**TSXV**”) approval for the new RSU Plan and new Option Plan and shareholder approval at its May 1, 2019 annual and special shareholders meeting. In addition, pursuant to the policies of the TSXV, all RSU’s and Options granted pursuant to the new plans prior to shareholder approval (including the awards announced herein) shall become effective and exercisable only upon disinterested shareholder approval having been obtained.

### **About [Bee Vectoring Technologies International Inc.](#)**

BVT has developed and owns patent-pending bee vectoring technology that is designed to harmlessly utilize bumblebees and honeybees as natural delivery mechanisms for a variety of powdered mixtures comprised of organic compounds that inhibit or control common crop diseases, while at the same time enhancing crop vigor and productivity. This unique and proprietary process enables a targeted delivery of crop controls using the simple process of bee pollination to replace traditional crop spraying, resulting in better yields, superior quality, and less impact on the environment without the use of water or disruptions to labor.

Additional information can be viewed at the Company’s website [www.beevt.com](http://www.beevt.com)

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*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Company, "annual revenue potential", are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the Company's current views and intentions with respect to future events, and current information available to the Company, and are subject to certain risks, uncertainties, assumptions, selling price of competitive chemical pesticides and the US to Canadian dollar exchange rate. Material factors or assumptions were applied in providing forward-looking information. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. These factors include changes in law, competition, litigation, the ability to implement business strategies and pursue business opportunities, state of the capital markets, the availability of funds and resources to pursue operations, new technologies, the ability to protect intellectual property rights, the ability to obtain patent protection for products, third-party intellectual property infringement claims, regulatory changes affecting products, failing research and development activities, the ability to reach and sustain profitability, dependence on business and technical experts, the ability to effectively manage business operations and growth, issuance of debt, dilution of existing securities, volatility of publicly traded securities, potential conflicts of interest, unlikelihood of dividend payments, the potential costs stemming from defending third-party intellectual property infringement claims, the ability to secure relationships with manufacturers and purchasers, as well as general economic, market and business conditions, as well as those risk factors discussed or referred to in the Company's disclosure documents filed with the securities regulatory authorities in certain provinces of Canada and available at [www.sedar.com](http://www.sedar.com). Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law. All figures are in Canadian dollars.*